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RECORDATION NO. 20834

AUG 25 '97

11-40AM

OF COUNSEL  
URBAN A. LESTER

August 25, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 20834

AUG 25 '97

11-40AM

AUG 25 11 36 AM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Re: Massachusetts Bay Transportation Authority (1997-E-COM)

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Lease Agreement (1997-E), dated as of August 22, 1997, a primary document and two (2) copies each of the following secondary documents related thereto: Lease Supplement (1997-E)(AMF), dated August 22, 1997, Lease Supplement (1997-E)(Bombardier), dated as of August 22, 1997, Lease Supplement (1997-E)(Green Line), dated August 22, 1997, Lease Supplement (1997-E)(Red Line), dated August 22, 1997, Sublease Agreement, (1997-E)(AMF), dated as of August 22, 1997, Sublease Supplement (1997-E)(Bombardier), dated August 22, 1997, Sublease Supplement (1997-E)(Green Line), Sublease Supplement (1997-E)(Red Line), Sublease Supplement (1997-E), Equipment Pledge Agreement (1997-E), dated as of August 22, 1997 and Loan and Security Agreement (1997-E), dated as of August 22, 1997.

The names and addresses of the parties to the enclosed documents are:

Lease Agreement (1997-E)  
and  
Lease Supplements (1997-E)

Head Lessor: Massachusetts Bay Transportation Authority  
10 Park Plaza  
Boston, Massachusetts 02116

Head Lessee: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

Mr. Vernon A. Williams  
August 25, 1997  
Page 2

**H** → Sublease Agreement (1997-E)  
and  
Sublease Supplements (1997-E)

Sublessor: Wilmington Trust Company, Trustee  
1100 North Market Street  
Wilmington, Delaware 19890

Sublessee: Massachusetts Bay Transportation Authority  
10 Park Plaza  
Boston, Massachusetts 02116

Equipment Pledge Agreement (1997-E)

Pledgor: Massachusetts Bay Transportation Authority  
10 Park Plaza  
Boston, Massachusetts 02116

Pledgee: Wilmington Trust Company, Trustee  
1100 North Market Street  
Wilmington, Delaware 19890

Loan and Security Agreement (1997-E)

Borrower: Wilmington Trust Company, Trustee  
1100 North Market Street  
Wilmington, Delaware 19890

Lender: AMBAC Investments Inc.  
One State Street Plaza  
New York, New York 10004

A description of the railroad equipment covered by the enclosed documents is set forth in Schedule 7 attached to each of the Lease Supplements.

Also enclosed is a check in the amount of \$288.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams  
August 25, 1997  
Page 3

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

20834-H  
RECORDATION NO. FILED

SUBLEASE SUPPLEMENT (1997-E-COM)

Green Line

AUG 25 '97

11-40 AM

THIS SUBLEASE SUPPLEMENT (1997-E-COM) dated August 22, 1997, between WILMINGTON TRUST COMPANY a national banking association, not in its individual capacity, but solely as Trustee, except as otherwise provided herein (the "Sublessor"), and MASSACHUSETTS BAY TRANSPORTATION AUTHORITY (the "Sublessee");

WHEREAS, the Sublessor and the Sublessee have heretofore entered into the Sublease Agreement, dated as of August 22, 1997 (the "Sublease"), which Sublease provides for the execution and delivery of Sublease Supplements in substantially the form hereof for the purpose of subleasing the Items of Equipment when delivered by the Sublessor to the Sublessee in accordance with the terms thereof. All of the terms and provisions of the Sublease are hereby incorporated by reference in this Sublease Supplement to the same extent as if fully set forth herein (including those terms providing that capitalized terms used therein and not otherwise defined therein shall have the meanings given such terms in Appendix A to the Participation Agreement, and the rules of usage set forth therein shall apply thereto).

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Sublease, the Sublessor hereby delivers and subleases to the Sublessee, and the Sublessee hereby accepts and subleases from the Sublessor, under the Sublease as herein supplemented, the Items of Equipment described (both by car number and Equipment Value) in Exhibit F hereto. Attached as Exhibits A through E hereto is certain other information referenced in the Sublease.

To the extent, if any, that this Sublease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code as in effect in any applicable jurisdiction), no security interest in this Sublease Supplement may be created through the transfer or possession of any counterpart other than the original counterpart containing the receipt therefor executed by the Lender on the signature page thereof.

THIS SUBLEASE SUPPLEMENT SHALL IN ALL RESPECTS BE GOVERNED BY THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE WITHOUT REFERENCE TO ANY CHOICE-OF-LAW OR CONFLICTS-OF-LAWS RULES WHICH MIGHT LEAD TO THE APPLICATION OF THE LAWS OF ANY OTHER JURISDICTION.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Sublessor and the Sublessee have each caused this Sublease Supplement to be duly executed by its authorized officer on the day and year first above written.

SUBLESSOR:

WILMINGTON TRUST COMPANY  
not in its individual capacity,  
but solely as Trustee

By: \_\_\_\_\_  
Name: *James P. Hawler*  
Title: *V.P.*

SUBLESSEE:

MASSACHUSETTS BAY TRANSPORTATION  
AUTHORITY

By: \_\_\_\_\_  
Name: *Jonathan R. Davis*  
Title: *CFO*

CERTAIN OF THE RIGHT, TITLE AND INTEREST IN AND TO THIS SUBLEASE SUPPLEMENT HAVE BEEN ASSIGNED TO AND ARE SUBJECT TO A FIRST PRIORITY SECURITY INTEREST IN FAVOR OF THE UNDERSIGNED, AS THE LENDER UNDER THE LOAN AGREEMENT (1997-E-COM) DATED AS OF AUGUST 22, 1997. THIS AGREEMENT HAS BEEN EXECUTED IN SEVERAL COUNTERPARTS. ONLY THE ORIGINAL COUNTERPART CONTAINS THE RECEIPT THEREFOR EXECUTED BY THE UNDERSIGNED, ON THE PAGE FOLLOWING THE SIGNATURE PAGES THEREOF. SEE SECTION 22(b) OF THE SUBLEASE FOR INFORMATION CONCERNING THE RIGHTS OF THE HOLDERS OF THE VARIOUS COUNTERPARTS HEREOF.

Receipt of this original counterpart of the foregoing Sublease Supplement is hereby acknowledged on this 22nd day of August, 1997.

AMBAC INVESTMENTS INC.


By:   
Name: *David Weissman*  
Title: *First V.P.*

Exhibit A  
to  
Sublease

### Basic Rent

(As a percentage of Equipment Value of each Item of Equipment)  
No. 7 Greenline Railcars

Payment Date	Allocated Basic Rent			Basic Rent Payments
	Advance Basic Rent	Arrears Basic Rent	Total Basic Rent	
Aug 22 1997	0	0	0	0
Jan 1 1998	0	2.59684538	2.59684538	0
Jul 1 1998	0	0	0	0
Jan 1 1999	0	7.24701037	7.24701037	0
Jul 1 1999	0	0	0	0
Jan 1 2000	0	7.24701037	7.24701037	0
Jul 1 2000	0	7.24701037	7.24701037	0
Jan 1 2001	0	0	0	0
Jul 1 2001	0	0	0	0
Jan 1 2002	0	7.24701037	7.24701037	7.24701037
Jul 1 2002	0	0	0	0
Jan 1 2003	0	7.24701037	7.24701037	7.24701037
Jul 1 2003	0	0	0	0
Jan 1 2004	0	7.24701037	7.24701037	7.24701037
Jul 1 2004	0	0	0	0
Jan 1 2005	0	7.53554875	7.53554875	7.53554875
Jul 1 2005	0	0	0	0
Jan 1 2006	0	8.85745712	8.85745712	8.85745712
Jul 1 2006	0	0.14088355	0.14088355	0.14088355
Jan 1 2007	8.61690468	8.71657358	17.33347826	17.33347826
Jul 1 2007	0	0.24055245	0.24055245	0.24055245
Jan 1 2008	8.63717232	0	8.63717232	8.63717232
Jul 1 2008	0	0.2202848	0.2202848	0.2202848
Jan 1 2009	8.66108057	0	8.66108057	8.66108057
Jul 1 2009	0	0.19637655	0.19637655	0.19637655
Jan 1 2010	8.68901185	0	8.68901185	8.68901185
Jul 1 2010	0	0.16844528	0.16844528	0.16844528
Jan 1 2011	8.72138285	0	8.72138285	8.72138285
Jul 1 2011	0	0.13607428	0.13607428	0.13607428
Jan 1 2012	0	0	0	24.33787651
	43.32555227	72.29110396	115.6166562	115.6166563

**Basic Term Expiration Date:** Jan 1 2012

Exhibit B  
to  
Sublease

**Renewal Rent**

(As a percentage of Equipment Value of each Item of Equipment)  
No. 7 Greenline Railcars

Payment Date	Allocated Renewal Rent			Renewal Rent Payments
	Advance Renewal Rent	Arrears Renewal Rent	Total Renewal Rent	
Jan 1 2012	15.183375	0	15.183375	15.183375
Jul 1 2012	0	0	0	
Jan 1 2013	15.183375	0	15.183375	15.183375
Jul 1 2013	0	0	0	
Jan 1 2014	15.183375	0	15.183375	15.183375
Jul 1 2014	0	0	0	
Jan 1 2015	15.183375	0	15.183375	15.183375
Jul 1 2015	0	0	0	
Jan 1 2016	15.183375	0	15.183375	15.183375
Jul 1 2016	0	0	0	
Jan 1 2017	15.183375	0	15.183375	15.183375
Jul 1 2017	0	0	0	
Jan 1 2018	15.183375	0	15.183375	15.183375
Jul 1 2018	0	0	0	
Jan 1 2019	15.183375	0	15.183375	15.183375
Jul 1 2019	0	0	0	
Jan 1 2020	15.183375	0	15.183375	15.183375
Jul 1 2020	0	0	0	
Jan 1 2021	15.183375	0	15.183375	15.183375
Jul 1 2021	0	0	0	
Jan 1 2022	15.183375	0	15.183375	15.183375
Jul 1 2022	0	0	0	
Jan 1 2023	15.183375	0	15.183375	15.183375
Jul 1 2023	0	0	0	
Jan 1 2024	15.183375	0	15.183375	15.183375
Jul 1 2024	0	0	0	
Jan 1 2025	15.183375	0	15.183375	15.183375
Jul 1 2025	0	0	0	
Jan 1 2026	2.15097812	0	2.15097812	2.15097812
Feb 22 2026	0	0	0	
	<u>214.7182281</u>	<u>0</u>	<u>214.7182281</u>	<u>214.7182281</u>



Exhibit C

to

Sublease

***Stipulated Loss Value***

(As a percentage of Equipment Value of each Item of Equipment)  
No. 7 Greenline Railcars

Stipulated Loss Value Determination <u>Date</u>	Stipulated Loss Value
Aug 22 1997	83.1090717
Jan 1 1998	86.54413073
Jul 1 1998	91.58527721
Jan 1 1999	93.52495972
Jul 1 1999	97.76541223
Jan 1 2000	98.62028941
Jul 1 2000	98.91126946
Jan 1 2001	101.7630671
Jul 1 2001	104.4555832
Jan 1 2002	100.009422
Jul 1 2002	102.6330815
Jan 1 2003	98.11535904
Jul 1 2003	100.6646463
Jan 1 2004	96.06963016
Jul 1 2004	98.53858752
Jan 1 2005	93.57154753
Jul 1 2005	95.94219831
Jan 1 2006	89.5510733
Jul 1 2006	91.623232
Jan 1 2007	85.20908603
Jul 1 2007	78.06236664
Jan 1 2008	79.84242829
Jul 1 2008	72.50068952
Jan 1 2009	74.07801742
Jul 1 2009	66.52364767
Jan 1 2010	67.87993338
Jul 1 2010	60.09358161
Jan 1 2011	61.20870832
Jul 1 2011	53.16911046
Jan 1 2012	54.02097245
Jul 1 2012	39.12160742
Jan 1 2013	39.42906802
Jul 1 2013	23.98975735
Jan 1 2014	23.792367
Jul 1 2014	7.79842489
Jan 1 2015	7.02434409

Exhibit C

to

Sublease

***Stipulated Loss Value***

(As a percentage of Equipment Value of each Item of Equipment)

No. 7 Greenline Railcars

Stipulated Loss Value Determination Date	Stipulated Loss Value
Jul 1 2015 and thereafter through Feb 22 2026	0    0

Exhibit D  
to  
Sublease

**Termination Value**

(As a percentage of Equipment Value of each Item of Equipment)  
No. 7 Greenline Railcars

Termination Value Determination <u>Date</u>	Termination Value
Aug 22 1997	83.1090717
Jan 1 1998	86.54413073
Jul 1 1998	91.58527721
Jan 1 1999	93.52495972
Jul 1 1999	97.76541223
Jan 1 2000	98.62028941
Jul 1 2000	98.91126946
Jan 1 2001	101.7630671
Jul 1 2001	104.4555832
Jan 1 2002	100.009422
Jul 1 2002	102.6330815
Jan 1 2003	98.11535904
Jul 1 2003	100.6646463
Jan 1 2004	96.06963016
Jul 1 2004	98.53858752
Jan 1 2005	93.57154753
Jul 1 2005	95.94219831
Jan 1 2006	89.5510733
Jul 1 2006	91.623232
Jan 1 2007	85.20908603
Jul 1 2007	78.06236664
Jan 1 2008	79.84242829
Jul 1 2008	72.50068952
Jan 1 2009	74.07801742
Jul 1 2009	66.52364767
Jan 1 2010	67.87993338
Jul 1 2010	60.09358161
Jan 1 2011	61.20870832
Jul 1 2011	53.16911045
Jan 1 2012	54.02097245
Jul 1 2012	39.12160742
Jan 1 2013	39.42906802
Jul 1 2013	23.98975735
Jan 1 2014	23.792367
Jul 1 2014	7.79842489
Jan 1 2015	7.02434409

Exhibit D  
to  
Sublease

***Termination Value***

(As a percentage of Equipment Value of each Item of Equipment)  
No. 7 Greenline Railcars

Termination Value Determination Date	Termination Value
Jul 1 2015 and thereafter through Feb 22 2026	0    0

Exhibit E  
to  
Sublease

**Agreed Purchase Option Price**

(As a percentage of Equipment Value of each Item of Equipment)  
No. 7 Greenline Railcars

Agreed Purchase Option Price Payment <u>Date</u>	Agreed Purchase Option Price Payment <u>Amount</u>
Jan 1 2012	21.27189672
Apr 15 2012	8.18726891
Jun 15 2012	8.18726891
Sep 15 2012	8.18726891
Dec 15 2012	8.18726891
	<u>54.02097236</u>

EXHIBIT F

DESCRIPTION OF THE ITEMS OF EQUIPMENT  
EQUIPMENT LOT - GREEN LINE

NUMBER 7 GREEN LINE CARS

Number 7 Green Line Rapid Transit (Light Rail)  
Cars bearing the identification numbers listed below:

Car Number

3700-3701  
3702-3703  
3704-3705  
3706-3707  
3708-3709  
3710-3711  
3712-3713  
3714-3715

com 3

STATE OF NEW YORK     )  
                                  )  
COUNTY OF NEW YORK    )

On this 22nd day of August, 1997 before me personally  
appeared Jonathan R. Davis to me personally known, who being by  
me duly sworn, says that he is the Chief Financial Officer  
of The Massachusetts Bay Transportation Authority, a body  
politic and corporate and a political subdivision of the  
Commonwealth of Massachusetts, that said instrument was signed  
and sealed on behalf of said corporation by authority of its  
Board of Directors and he acknowledged that the execution of the  
foregong instrument was the free act and deed of said  
corporation.

Robert M. Vilter

Robert M. Vilter

My commission expires

2/14/98

ROBERT M. VILTER  
Notary Public, State of New York  
No. 02VI5023698  
Qualified in New York County  
Commission Expires Feb. 14, 1998

STATE OF NEW YORK    )  
                                  )  
COUNTY OF NEW YORK    )

On this 22nd day of August, 1997 before me personally appeared James P. Lawler to me personally known, who being by me duly sworn, says that he is the Vice President of Wilmington Trust Company, a Delaware banking corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Robert M. Vilter

My commission expires February 14, 1998

ROBERT M. VILTER  
Notary Public, State of New York  
No. 02VI5023698  
Qualified in New York County  
Commission Expires Feb. 14, 19\_\_